

RECORDATION NO. 25210 FILED

SEP 27 '04 2-20 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

September 27, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Security Agreement, dated September 22, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Secured Party: General Electric Capital Corporation

16479 Dallas Parkway  
Dallas, TX 75001

Debtor: Prime Financial Corporation  
16 South Pennsylvania  
Oklahoma City, OK 73107

A description of the railroad equipment covered by the enclosed document is:

25 railcars EDCX 6015 – EDCX 6033 (excluding 6025) and EDCX 6200 –  
EDCX 6207 (excluding 6206).

Mr. Vernon A. Williams  
September 27, 2004  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Master Security Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 25210 FILED

SEP 27 '04 2-20 PM

**MEMORANDUM OF MASTER SECURITY AGREEMENT**  
**SURFACE TRANSPORTATION BOARD**

Memorandum of Master Security Agreement, made and entered into as of 9-22, 2004, by and between General Electric Capital Corporation (together with its successors and assigns, if any, "Secured Party") and Prime Financial Corporation ("Debtor"). Secured Party has an office at 16479 Dallas Parkway #300, Addison, TX 75001-2512. Debtor is a Corporation organized and existing under the laws of the State of Oklahoma. Debtor's mailing address and chief place of business is 16 South Pennsylvania, Oklahoma City, OK 73107.

**WITNESSETH**

Debtor and Secured Party have entered into that certain Master Security Agreement, dated as of September 22, 2004 by which the Debtor has granted Secured Party, its successors and assigns, a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto (and in any railcar services agreement relating thereto) in order to secure Debtor's performance of its obligations as described in the Master Security Agreement.

IN WITNESS WHEREOF, Debtor and Secured Party, intending to be legally bound hereby, have duly executed this Memorandum in one or more counterparts, each of which shall be deemed to be an original, as of the day and year first aforesaid.

GENERAL ELECTRIC CAPITAL CORPORATION,  
Secured Party

By: W. Scott Cummins

Name: \_\_\_\_\_

Title: W. SCOTT CUMMINS  
RISK ANALYST

PRIME FINANCIAL CORPORATION,  
Debtor

By: Tony Shelby V.P.

Name: Tony Shelby

Title: Vice President

STATE OF TX )  
 )  
COUNTY OF Dallas ) ss:

On this 24 day of Sept, 2004, before me personally appeared W. Scott Cummins, to me personally known, who, being by me duly sworn, did say that he/she is RISK ANALYST of GENERAL ELECTRIC CAPITAL CORPORATION, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of said company.

Rita Michael  
NOTARY PUBLIC

My commission expires:



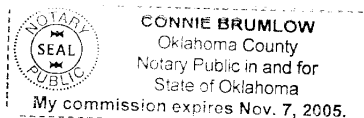
STATE OF Oklahoma )  
 )  
COUNTY OF Oklahoma ) ss:

On this 23<sup>rd</sup> day of September, 2004, before me personally appeared Tony Shelby, to me personally known, who, being by me duly sworn, did say that he/she is Vice President of PRIME FINANCIAL CORPORATION, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of said company.

Connie Brumlow  
NOTARY PUBLIC  
Commission # 01018591

My commission expires:

November 7, 2005



**EXHIBIT A**

**EQUIPMENT SCHEDULE**

<u>Description</u>	<u>Number of Cars</u>	<u>Marks</u>	<u>Car Numbers</u>
Nitric Acid Railcars	25	EDCX	6015-6024, 6026-6033, 6200-6205, 6207